

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Obj. Deadline: December 9, 2024 at 4:00 p.m. ET

**TWENTY-FOURTH MONTHLY FEE STATEMENT OF SULLIVAN & CROMWELL
LLP AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FROM OCTOBER 1, 2024 THROUGH AND INCLUDING OCTOBER 8, 2024**

Name of Applicant	Sullivan & Cromwell LLP
Authorized to Provide Professional Services to:	the Debtors and Debtors-in-Possession
Date of Retention:	January 20, 2023 <i>nunc pro tunc</i> to November 11, 2022
Period for which compensation and reimbursement is sought:	October 1, 2024 through October 8, 2024
Amount of Compensation sought as actual, reasonable and necessary:	\$2,004,994.20
80% of Compensation sought as actual, reasonable and necessary:	\$1,603,995.36
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$14,589.56

This is a(n) ☒ monthly ____ interim ____ final application. No prior application has been filed with respect to this Fee Period.

¹ The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson's Commercial Complex, Friars Hill Road, St. John's, Antigua and Barbuda.

PRIOR MONTHLY FEE STATEMENTS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees²	Approved Expenses³
02/07/2023	11/12/2022-11/30/2022	\$9,529,535.50	\$105,053.32	\$7,623,628.40	\$105,053.32
02/14/2023	12/01/2022-12/31/2022	\$15,407,509.50	\$134,311.31	\$12,326,007.60	\$134,311.31
03/06/2023	01/01/2023-01/31/2023	\$16,855,264.80	\$44,462.04	\$13,484,211.84	\$44,462.04
03/17/2023	11/11/2022-01/31/2023 (First Interim Fee Application)	\$41,792,309.80	\$283,826.67	\$41,142,309.80	\$276,737.79
04/04/2023	02/01/2023-02/28/2023	\$13,451,559.90	\$81,837.95	\$10,761,247.92	\$81,837.95
04/28/2023	03/01/2023-03/31/2023	\$14,061,020.70	\$83,721.83	\$11,248,816.56	\$83,721.83
06/01/2023	04/01/2023-04/30/2023	\$9,980,289.00	\$18,841.16	\$7,984,231.20	\$18,841.16
06/15/2023	02/01/2023-04/30/2023 (Second Interim Fee Application)	\$37,492,869.60	\$184,400.94	\$36,942,869.60	\$178,900.94
07/01/2023	05/01/2023-05/31/2023	\$11,493,062.50	\$25,555.17	\$9,194,450.00	\$25,555.17
08/01/2023	06/01/2023-06/31/2023	\$10,734,782.10	\$20,948.35	\$8,587,825.68	\$20,948.35
08/30/2023	07/01/2023-07/31/2023	\$9,483,455.00	\$14,782.07	\$7,586,764.00	\$14,782.07
09/15/2023	05/01/2023-07/31/2023 (Third Interim Fee Application)	\$32,315,409.10	\$60,438.89	\$31,730,409.10	\$54,938.89
09/29/2023	08/01/2023-08/31/2023	\$9,482,520.00	\$14,782.07	\$7,586,016.00	\$14,782.07
10/31/2023	09/01/2023-09/30/2023	\$10,453,718.50	\$16,462.75	\$8,362,974.80	\$16,462.75
11/30/2023	10/01/2023-10/31/2023	\$11,823,286.20	\$33,651.98	\$9,458,628.96	\$33,651.98
12/15/2023	08/01/2023-10/31/2023 (Fourth Interim Fee Application)	\$31,759,524.70	\$64,896.80	\$30,953,307.60	\$59,339.32
12/22/2023	11/1/2023-11/30/2023	\$10,370,698.80	\$20,859.12	\$8,296,559.04	\$20,859.12
01/31/2024	12/1/2023-12/31/2023	\$10,125,407.50	\$12,547.46	\$8,100,326.00	\$12,547.46
02/29/2024	01/01/2024-01/31/2024	\$11,087,998.60	\$11,501.97	\$8,870,398.88	\$11,501.97
03/15/2024	11/01/2023-01/31/2024 (Fifth Interim Fee Application)	\$31,584,104.90	\$44,908.55	\$31,054,104.90	\$40,838.85
03/28/2024	02/01/2024-02/29/2024	\$9,886,777.50	\$47,405.13	\$9,721,246.23	\$30,276.58
04/26/2024	03/01/2024-03/31/2024	\$8,486,461.40	\$33,705.68	\$8,344,375.19	\$21,491.95
05/31/2024	04/01/2024-04/30/2024	\$8,504,159.00	\$17,754.19	\$8,361,776.48	\$11,288.10

² Approved fees for the monthly fee statements reflect the approved monthly amounts at 80% of requested fees. Approved fees for the interim fee applications reflect any reduction agreed upon by S&C, the U.S. Trustee and Fee Examiner.

³ Approved expenses for the monthly fee statements reflect the approved monthly amounts at 100% of requested expenses. Approved expenses for the interim fee applications reflect any reduction agreed upon by S&C, the U.S. Trustee and Fee Examiner.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees²	Approved Expenses³
6/14/2024	02/01/2024-04/30/2024 (Sixth Interim Fee Application)	\$26,877,397.90	\$98,979.37	\$26,427,397.90	\$63,056.43
7/5/2024	05/01/2024-05/31/2024	\$6,953,339.30	\$10,625.02	N/A	N/A
7/31/2024	06/01/2024-06/30/2024	\$6,568,062.40	\$9,372.23	N/A	N/A
8/29/2024	07/01/2024 – 07/31/2024	\$6,251,602.00	\$6,684.63	N/A	N/A
9/13/2024	05/01/2024-07/31/2024 (Seventh Interim Fee Application)	\$19,773,003.70	\$26,681.88	N/A	N/A
9/30/2024	08/01/2024 - 08/31/2024	\$5,922,772.50	\$6,056.41	N/A	N/A
10/31/2024	09/01/2024 - 09/30/2024	\$7,447,311.60	\$14,576.56	N/A	N/A

SUMMARY OF BILLING BY PROFESSIONAL
OCTOBER 1, 2024 THROUGH AND INCLUDING OCTOBER 8, 2024

Timekeeper Name	Position	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Bander, Jeannette E.	Partner	2012	2011	\$2,295.00	0.60	\$1,377.00
Beller, Benjamin S.	Partner	2014	2013	\$1,695.00	11.30	\$19,153.50
Bromley, James L.	Partner	1990	1989	\$1,188.00**	3.50	\$4,158.00
Bromley, James L.	Partner	1990	1989	\$2,375.00	8.30	\$19,712.50
Croke, Jacob M.	Partner	2011	2010	\$2,335.00	49.00	\$114,415.00
de Vito Piscicelli, Oderisio	Partner	1998	1997	\$2,375.00	3.00	\$7,125.00
DeCamp, Justin J.	Partner	2006	2005	\$2,375.00	3.10	\$7,362.50
Dietderich, Andrew G.	Partner	1997	1995	\$1,188.00**	4.00	\$4,752.00
Dietderich, Andrew G.	Partner	1997	1995	\$2,375.00	25.70	\$61,037.50
Dunne, Christopher J.	Partner	2006	2005	\$2,375.00	36.20	\$85,975.00
Ehrenberg, Stephen	Partner	2003	2002	\$2,375.00	5.30	\$12,587.50
Glueckstein, Brian D.	Partner	2004	2003	\$2,375.00	82.60	\$196,175.00
Hariton, David P.	Partner	1986	1982	\$2,375.00	19.50	\$46,312.50
Hatano, Keiji	Partner	2000	1998	\$2,375.00	0.40	\$950.00
Howard, Christopher J.	Partner	1996	1991	\$2,375.00	0.80	\$1,900.00
Menillo, Nicholas F.	Partner	2013	2011	\$2,275.00	2.10	\$4,777.50
Simpson, Evan S.	Partner	2011	1991	\$2,335.00	22.10	\$51,603.50
Wheeler, Stephanie G.	Partner	1994	1993	\$2,375.00	44.10	\$104,737.50
Partner Total					321.60	\$744,111.50
Tomaino Jr., Michael T.	Of Counsel	1990	1989	\$2,375.00	7.40	\$17,575.00
Clarke, Stephen H.	Special Counsel	2011	2010	\$1,675.00	35.70	\$59,797.50
Harsch, Bradley A.	Special Counsel	1998	1998	\$1,895.00	33.70	\$63,861.50
Jensen, Christian P.	Special Counsel	2016	2015	\$838.00**	2.00	\$1,676.00
Jensen, Christian P.	Special Counsel	2016	2015	\$1,675.00	29.00	\$48,575.00
Sedlak, Jonathan M.	Special Counsel	2005	2004	\$1,675.00	12.50	\$20,937.50
Wagener, William H.	Special Counsel	2004	2003	\$1,675.00	5.20	\$8,710.00
Yeargan, Shane R.	Special Counsel	2014	2013	\$1,675.00	1.40	\$2,345.00
Of Counsel & Special Counsel Total					126.90	\$223,477.50
Xiang, Shihui	Practice Area Associate	2020	2019	\$860.00	0.40	\$344.00
Barker, Zachary R.	Associate	2021	2020	\$1,450.00	12.90	\$18,705.00
Bauer, Phinneas G.	Associate	2024	2023	\$995.00	10.90	\$10,845.50
Bennett, Mark C.	Associate	2018	2017	\$1,575.00	35.40	\$55,755.00
Bharanidaran, Rupan K.	Associate	in process	2024	\$850.00	33.20	\$28,220.00
Blaisdell, Jackson T.	Associate	2023	2023	\$498.00**	5.90	\$2,938.20
Blaisdell, Jackson T.	Associate	2023	2023	\$995.00	26.90	\$26,765.50
Ciafone, Jacob W.	Associate	2024	2023	\$995.00	19.30	\$19,203.50
Cohen, Jordan M.	Associate	in process	2024	\$850.00	6.20	\$5,270.00
Courroy, Arthur D.	Associate	2023	2022	\$1,295.00	12.30	\$15,928.50
Darby, Samuel G.	Associate	2018	2017	\$1,575.00	24.50	\$38,587.50
Dato, Tyler M.	Associate	2016	2015	\$1,575.00	1.00	\$1,575.00
De Vries, Saskia E.L.	Associate	2024	2023	\$995.00	18.10	\$18,009.50
Dokurno, Neil A.	Associate	in process	2024	\$850.00	0.50	\$425.00

Timekeeper Name	Position	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Ellis, Samuel B.	Associate	2024	2023	\$995.00	0.60	\$597.00
Ferdinandi, Federico	Associate	2021	2019	\$1,490.00	20.70	\$30,843.00
Foote, Isaac S.	Associate	2023	2022	\$648.00**	2.00	\$1,296.00
Foote, Isaac S.	Associate	2023	2022	\$1,295.00	20.70	\$26,806.50
Harrison, Amanda G.	Associate	in process	2024	\$850.00	25.30	\$21,505.00
Hill, Tyler W.	Associate	2017	2016	\$1,575.00	3.90	\$6,142.50
Hoover, Ruth H.	Associate	2022	2022	\$1,295.00	17.40	\$22,533.00
Kerin, Meaghan Chas	Associate	2019	2018	\$1,530.00	0.20	\$306.00
Kewlani, Kanishka	Associate	2024	2023	\$995.00	18.70	\$18,606.50
Kim, HyunKyu	Associate	2022	2020	\$1,450.00	2.20	\$3,190.00
Lavin, Phoebe A.	Associate	2023	2022	\$1,295.00	15.00	\$19,425.00
Lee, Jinny	Associate	2023	2022	\$1,295.00	0.20	\$259.00
Levine, Aaron M.	Associate	2018	2017	\$1,575.00	0.50	\$787.50
Li, Alexandra	Associate	2023	2023	\$995.00	17.90	\$17,810.50
Li, Samantha	Associate	2022	2021	\$1,395.00	0.30	\$418.50
Liu, Sienna	Associate	2021	2020	\$1,450.00	5.50	\$7,975.00
MacDonald, Jeffrey W.	Associate	2018	2017	\$1,575.00	0.70	\$1,102.50
Mandel, Robert H.	Associate	2024	2023	\$995.00	11.40	\$11,343.00
Mayberry, Keila M.	Associate	2023	2022	\$1,295.00	52.50	\$67,987.50
Mazumdar, Aneesha	Associate	2023	2022	\$1,295.00	35.00	\$45,325.00
Middleditch, Hattie R.	Associate	2014	2017	\$1,575.00	2.00	\$3,150.00
Millet, Tatum E.	Associate	2023	2022	\$1,295.00	37.40	\$48,433.00
O'Hara, Daniel P.	Associate	2021	2022	\$1,450.00	44.40	\$64,380.00
Paranyuk, Julia E.	Associate	2023	2021	\$1,395.00	0.20	\$279.00
Parker, Davis R.	Associate	in process	2024	\$850.00	4.70	\$3,995.00
Polanun, Jean	Associate	2024	2023	\$995.00	1.90	\$1,890.50
Rolnick, Rachel	Associate	2020	2019	\$1,490.00	3.60	\$5,364.00
Rosenthal, David M.	Associate	2019	2018	\$1,530.00	0.30	\$459.00
Rosenthal, Samantha B.	Associate	2022	2020	\$1,450.00	0.70	\$1,015.00
Ross, Luke W.	Associate	2023	2022	\$1,295.00	32.20	\$41,699.00
Rossino, Charles J.	Associate	in process	2024	\$850.00	7.50	\$6,375.00
Ruan, Ting	Associate	2023	2023	\$1,295.00	5.80	\$7,511.00
Saevitson, Jamie G.	Associate	2024	2023	\$995.00	0.50	\$497.50
Savitch, Ethan R.	Associate	in process	2024	\$850.00	13.70	\$11,645.00
Scales, Manon T.	Associate	2016	2016	\$1,575.00	0.40	\$630.00
Scheffer, William M.	Associate	2023	2022	\$1,295.00	16.80	\$21,756.00
Schmidt, Julianne M.	Associate	in process	2024	\$850.00	3.40	\$2,890.00
Schutt, Robert P.	Associate	2023	2022	\$1,295.00	3.90	\$5,050.50
Schwartz, Maxwell E.	Associate	2020	2019	\$1,490.00	0.10	\$149.00
Setren, Kira R.	Associate	2024	2023	\$995.00	22.30	\$22,188.50
Shelton, Chase J.	Associate	2023	2021	\$1,395.00	25.80	\$35,991.00
Stein, Adam J.	Associate	in process	2024	\$850.00	35.40	\$30,090.00
Tagliabue, Giada G.	Associate	2023	2021	\$1,395.00	11.80	\$16,461.00
Toobin, Adam J.	Associate	2023	2022	\$1,295.00	0.90	\$1,165.50
Van Holten, Luke H.	Associate	2021	2020	\$1,450.00	18.20	\$26,390.00
Wadhawan, Subhah	Associate	2024	2023	\$995.00	29.50	\$29,352.50

Timekeeper Name	Position	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Wang, Lisa V.	Associate	2024	2023	\$995.00	28.10	\$27,959.50
Zhang, Naiquan	Associate	2023	2022	\$1,295.00	4.40	\$5,698.00
Zhou, Wenyi	Associate	in process	2024	\$850.00	29.20	\$24,820.00
Zonenshayn, Benjamin	Associate	2023	2022	\$1,295.00	26.60	\$34,447.00
Associate Total					869.90	\$1,028,562.70
Lawyers Total					1,318.40	\$1,996,151.70
Baldini, Michael X.	Paralegal			\$0.00*	19.10	\$0.00
Brice, Mac L.	Paralegal			\$0.00*	7.60	\$0.00
Brice, Mac L.	Paralegal			\$450.00	11.30	\$5,085.00
Foley, Aidan W.	Paralegal			\$0.00*	0.70	\$0.00
Heuer, Maggie	Paralegal			\$0.00*	1.30	\$0.00
Kopp, Emily A.	Paralegal			\$0.00*	4.20	\$0.00
Newman, Sumiko C.	Paralegal			\$0.00*	5.70	\$0.00
O'Brien, Stella A.	Paralegal			\$0.00*	3.10	\$0.00
Rosen, Celia S.	Paralegal			\$0.00*	6.30	\$0.00
Sen-Ghosh, Elina	Paralegal			\$0.00*	7.10	\$0.00
Williams, Thursday K.	Paralegal			\$565.00	0.50	\$282.50
Fukui, Terry M.	Legal Analyst - Litigation			\$0.00*	16.50	\$0.00
Hazard, Joshua M.	Legal Analyst - Litigation			\$650.00	0.10	\$65.00
Zhong, Shan	Legal Analyst - Litigation			\$0.00*	13.10	\$0.00
Gilday, Joseph F.	Electronic Discovery			\$550.00	3.50	\$1,925.00
Walther, Wayne M.	Electronic Discovery			\$550.00	1.30	\$715.00
Wolowski, Nicholas D.	Electronic Discovery			\$550.00	1.30	\$715.00
Yim, Eileen Y. L.	Electronic Discovery			\$550.00	0.10	\$55.00
Non Legal Personnel Total					102.80	\$8,842.50
GRAND TOTAL					1,421.20	\$2,004,994.20

* Zero rate appears wherever no fee was charged for work.

** 50% rate appears where time is charged for non-working travel.

Blended Hourly Rate: \$1,410.78

STATEMENT OF FEES BY PROJECT CATEGORY⁴
OCTOBER 1, 2024 THROUGH AND INCLUDING OCTOBER 8, 2024

Project Name	Hours	Fee Amount
ASSET ANALYSIS AND RECOVERY	157.90	\$244,457.00
ASSET DISPOSITION	26.80	\$40,285.50
ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS	2.90	\$4,559.50
AVOIDANCE ACTION ANALYSIS	336.70	\$423,296.00
BUSINESS OPERATIONS	6.50	\$11,007.50
CASE ADMINISTRATION	2.70	\$5,882.50
CLAIMS ADMINISTRATION AND OBJECTIONS	145.30	\$219,432.50
CORPORATE GOVERNANCE AND BOARD MATTERS	2.70	\$6,304.50
EMPLOYEE BENEFITS AND PENSIONS	0.80	\$1,656.00
EMPLOYMENT AND FEE APPLICATIONS (S&C)	4.50	\$3,029.00
EMPLOYMENT AND FEE APPLICATIONS (OTHERS)	3.60	\$5,004.00
FINANCING AND CASH COLLATERAL	-	\$0.00
OTHER LITIGATION	75.20	\$120,658.00
MEETINGS AND COMMUNICATIONS WITH CREDITORS	0.70	\$1,172.50
NON-WORKING TRAVEL	17.40	\$14,820.20
PLAN AND DISCLOSURE STATEMENT	310.60	\$514,723.00
RELIEF FROM STAY AND ADEQUATE PROTECTION	0.20	\$335.00
TAX	22.10	\$49,872.50
VALUATION	-	\$0.00
DISCOVERY	58.80	\$79,953.00
HEARINGS	58.20	\$102,157.00
FIRST AND SECOND DAY MOTIONS	-	\$0.00
CLAIMS INVESTIGATION	-	\$0.00
GENERAL INVESTIGATIONS	70.30	\$106,625.00
SCHEDULES, SOFAS AND REPORTING	-	\$0.00
OTHER MOTIONS/APPLICATIONS	7.10	\$11,784.50
TIME ENTRY REVIEW	84.70	\$0.00
BUDGETING	-	\$0.00
GENERAL REGULATORY	-	\$0.00
BAHAMAS MATTERS	1.70	\$1,691.50
FOREIGN DEBTOR MATTERS	23.00	\$34,557.00
COORDINATION WITH FOREIGN PROCEEDINGS	-	\$0.00
COORDINATION WITH OTHER BANKRUPTCIES	-	\$0.00
INVESTIGATIVE REPORTS	-	\$0.00
CYBER ISSUES	0.20	\$306.00
EXAMINER PREP	0.60	\$1,425.00
TOTAL	1,421.20	\$2,004,994.20

⁴ The subject matter of certain time entries may be appropriate for more than one project category. In such instances, time entries generally have been included in the most appropriate category. Time entries do not appear in more than one category.

SUMMARY OF ACTUAL AND NECESSARY EXPENSES

Disbursement Summary		
Expense Category	Service Provider⁵, if Applicable	Amount
Repro – B&W Copies		\$116.30
Local Transportation		\$1,515.43
Travel and Expenses		\$10,776.73
Meals – Overtime		\$340.00
Deposition Transcripts	Veritext	\$1,841.10
TOTAL		\$14,589.56

⁵ Sullivan & Cromwell LLP may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

**TWENTY-FOURTH MONTHLY FEE STATEMENT OF SULLIVAN & CROMWELL
LLP AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FROM OCTOBER 1, 2024 THROUGH AND INCLUDING OCTOBER 8, 2024**

Sullivan & Cromwell LLP (“S&C”), counsel to FTX Trading Ltd. and its affiliated debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), hereby submits this twenty-fourth monthly fee statement (this “Monthly Fee Statement”) for compensation for professional services rendered and expenses incurred for the period from October 1, 2024 through and including October 8, 2024 (the “Fee Period”). In support of the Monthly Fee Statement, S&C respectfully states as follows:

Background

1. On November 11 and November 14, 2022,² the Debtors filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) voluntary petitions for relief under title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended or modified,

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson’s Commercial Complex, Friars Hill Road, St. John’s, Antigua and Barbuda.

² November 11, 2022 is the petition date for all Debtors, except for Debtor West Realm Shires Inc.

the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Joint administration of the Debtors’ cases (the “Chapter 11 Cases”) was authorized by the Court by entry of an order on November 22, 2022 [D.I. 128]. On December 15, 2022, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “Committee”) pursuant to section 1102 of the Bankruptcy Code [D.I. 231].

2. On January 9, 2023, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 435] (the “Interim Compensation Order”).

3. On January 20, 2023 the Court entered the *Order Authorizing the Retention and Employment of Sullivan & Cromwell LLP as Counsel to the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date* [D.I. 553] authorizing the retention and employment of S&C as the Debtors’ counsel, *nunc pro tunc* to November 11, 2022.

4. On March 8, 2023, the Court entered the *Order (I) Appointing Fee Examiner and (II) Establishing Procedures for Consideration of Requested Fee Compensation and Reimbursement of Expenses* [D.I. 834] appointing Katherine Stadler (the “Fee Examiner”) to serve as the fee examiner in these Chapter 11 Cases and establishing certain procedures in connection therewith.

Relief Requested

5. By this Monthly Fee Statement and in accordance with the Interim Compensation Order, S&C makes this application for (i) allowance of compensation as an administrative expense of the Debtors’ estates in the amount of \$2,004,994.20 for reasonable and necessary professional services rendered, (ii) payment of compensation in the amount of 80%

thereof (in the amount of \$1,603,995.36) and (iii) payment of \$14,589.56 for actual and necessary expenses incurred.

a. Compensation Requested

6. The services performed by S&C during the Fee Period represent one of the most complicated, multi-disciplinary exercises by any law firm in any area of law. S&C's work included assistance with:

- the investigation into the scope and nature of customer entitlements on the Petition Date;
- work on various corporate workstreams, including tax, intellectual property, asset security, human resources and global regulatory compliance;
- the collection and organization of voluminous corporate records across various traditional and non-traditional media of communications, the collection of materials for discovery;
- the provision of information to, and cooperation with requests by, global law enforcement in connection with pending criminal investigations and prosecutions;
- identification, recovery and monetization of billions of dollars of liquid assets of the Debtors;
- the representation of the Debtors in four other large cryptocurrency chapter 11 cases—Voyager Digital, Celsius Networks, BlockFi and Genesis Digital, including settlements and mediations in connection with the same;
- ongoing discussions with the Committee and other creditor constituents;
- the sales of various venture capital assets and other de minimis assets;
- discussions with the Committee, ad hoc committee and other interested parties regarding the chapter 11 plan and related issues;
- working with various interested parties on inquiries and issues relating to plan solicitation and voting issues;
- working with various interested parties on formal and informal objections

and responses to the plan and related issues;

- briefing and prosecution of the Debtors' plan of reorganization; and
- the preparation, drafting and filing of certain causes of action, including avoidance actions, against various parties, and settlements and mediations relating to the same.

Attached hereto as Exhibit A is a detailed itemization, by project category, of all services performed by S&C with respect to the Chapter 11 Cases during the Fee Period. This detailed itemization complies with Local Rule 2016-2 in that each time entry contains a separate time allotment, a description of the type of activity and the subject matter of the activity, all time is billed in increments of one-tenth (1/10) of an hour, time entries are presented chronologically in categories, and all meetings or hearings are individually identified.

7. The timekeepers who rendered services related to each category are identified in Exhibit A, along with the number of hours for each individual and the total compensation sought by each category. All services for which S&C requests compensation were performed for, or on behalf of, the Debtors.

b. Expense Reimbursement

8. S&C incurred out-of-pocket expenses during the Fee Period in the amount of \$14,589.56. Attached hereto as Exhibit B is a description of the expenses actually incurred by S&C in the performance of services rendered as counsel to the Debtors. The expenses are broken down into categories of charges, which may include, among other things, the following charges: printing, delivery services, transcripts, working meals, overtime or weekend travel, and other expenses.

9. In accordance with section 330 of the Bankruptcy Code, S&C seeks reimbursement only for the actual cost of such expenses to S&C. S&C submits that all such

expenses incurred were customary, necessary and related to the Chapter 11 Cases and, by this Monthly Fee Statement, requests reimbursement of the same.

Valuation of Services

10. Professionals of S&C have expended a total of 1,421.20 hours in connection with this matter during the Fee Period.

11. The amount of time spent by each of the professionals providing services to the Debtors for the Fee Period is set forth in Exhibit A. The rates are S&C's normal hourly rates of compensation for work of this character in connection with Chapter 11 proceedings. The rates for the more senior timekeepers in each class represent a discount from the rates currently used by S&C when preparing estimates of fees under its normal billing procedures for non-bankruptcy engagements. The reasonable value of the services rendered by S&C for the Fee Period as counsel for the Debtors in the Chapter 11 Cases is \$2,004,994.20.

12. S&C believes that the time entries included in Exhibit A attached hereto and the expense breakdown set forth in Exhibit B attached hereto are in compliance with the requirements of Local Rule 2016-2.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given the complexities of these Chapter 11 Cases, the time expended, the nature and extent of the services rendered, the value of such services, and the costs of comparable services other than in a case under this title.

Certificate of Compliance and Waiver

14. The undersigned representative of S&C certifies that he has reviewed the requirements of Local Rules 2016-2 and that the Monthly Fee Statement substantially complies with such rule. To the extent that the Monthly Fee Statement does not comply in all respects

with the requirements of Local Rule 2016-2, S&C believes that such deviations are not material and respectfully requests that any such requirements be waived.

Notice and No Prior Request

15. Notice of this Monthly Fee Statement has been given to the following parties or, in lieu of, to their counsel, if known: (a) the U.S. Trustee; (b) the Official Committee of Unsecured Creditors; (c) the Fee Examiner and (d) all parties required to be given notice in the Interim Compensation Order. S&C submits that no other or further notice is necessary.

16. No prior request for the relief sought in this Monthly Fee Statement has been made to this or any other Court.

WHEREFORE, S&C respectfully requests that the Bankruptcy Court
(i) approve the Monthly Fee Statement and (ii) grant such further relief as is just and proper.

Dated: November 18, 2024
New York, NY

/s/ Andrew G. Dietderich

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